



THE COMPANIES ACTS 1948 TO 1976

Declaration of compliance with the requirements of the Companies Acts 1948 to 1976 on application for registration of a company

41

Pursuant to section 15(2) of the Companies Act 1948 as amended by the Companies Act 1976

Please do not write in this binding margin



Please complete legibly, preferably in black type, or bold black lettering

Company number

1353650

[] [] [] []

Name of Company

STEAKOUT Limited*

* delete if appropriate

CHARLES GEORGE STEPHEN SMITH of 15 PEMBROKE ROAD BRISTOL BS99 7DX

† Please indicate whether you are a Solicitor of the Supreme Court (or in Scotland 'a Solicitor') engaged in the formation of the company, or a person named as director or secretary of the company in the statement delivered under section 21 of the Companies Act 1976

do solemnly and sincerely declare that I am † a Solicitor of the Supreme Court engaged in the formation

of STEAKOUT Limited*

and that all the requirements of the Companies Acts 1948 to 1976 in respect of matters precedent to the registration of the said company and incidental thereto have been complied with.

And I make this solemn Declaration conscientiously believing the same to be true and by virtue of the provisions of the Statutory Declarations Act 1835

Declared at 3 RICHMOND HILL BRISTOL BS8 1AY

the 28th day of November One thousand nine hundred and

before me John a Brown A Commissioner for Oaths †

‡ or Notary Public or Justice of the Peace or Solicitor having the powers conferred on a Commissioner for Oaths

Presentor's name, address and reference (if any)

For official use: General section, Postroom

015868/1

1353650/3

THE COMPANIES ACTS 1948 to 1976 ✓

COMPANY LIMITED BY SHARES

MEMORANDUM OF ASSOCIATION OF

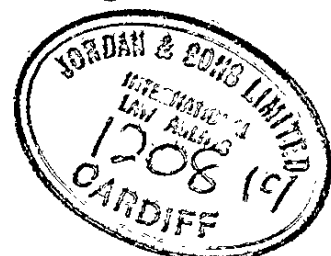
12575 6573 03 0350.00 ✓

STEAKOUT LIMITED. ✓

1. The name of the Company is STEAKOUT LIMITED. ✓
2. The registered office of the Company will be situate in England. ✓
3. The objects for which the Company is established are:-

(a) To carry on all or any of the businesses of general and electrical engineers, manufacturers, designers, assemblers, importers, exporters, repairers, installers, maintainers, hirers, letters on hire, distributors, and agents for the sale of, and dealers in electrical goods, engineering and electrical equipment, plant, machinery, components, accessories, electrical appliances and supplies of every description, tools, jigs, dies and fixtures of all kinds, engineering and electrical consultants, production planners, prototype designers, draughtsmen and technicians, cable jointers, heating, lighting, radio and television engineers, designers, distributors, factors manufacturers and merchants of, and dealers in mouldings, shapings, weldings, pressings, assemblies, repetition work and machined castings, metal founders, converters and moulders, millwrights, metallurgists, boilermakers, smiths and fitters, wiredrawers, tube makers, tin-plate workers, sheet metal manufacturers, workers and dealers, tanners, galvanisers, platers, annealers and enamellers, plastic workers and moulders, motor, mechanical, telecommunication, electrical, heating, ventilating, structural and civil engineers, garage and petrol filling station proprietors, haulage and transport contractors, railway, forwarding, passenger and freight agents, insurance and general commission agents and general merchants; to buy, sell, manufacture, repair, alter, manipulate and otherwise deal in vehicles, plant, machinery, fittings, furnishings and implements, tools, materials, products, articles and things capable of being used for the purpose of the foregoing businesses or any of them, or likely to be required by customers of or persons having dealings with the Company.

agg



(b) To carry on any other trade or business whatever which can in the opinion of the Board of Directors be advantageously carried on in connection with or ancillary to any of the business of the Company.

(c) To purchase or by any other means acquire and take options over any property whatever, and any rights or privileges of any kind over or in respect of any property.

(d) To apply for, register, purchase, or by other means acquire and protect, prolong and renew, whether in the United Kingdom or elsewhere any patents, patent rights, brevets d'invention, licences, secret processes, trade marks, designs, protections and concessions and to disclaim, alter, modify, use and turn to account and to manufacture under or grant licences or privileges in respect of the same, and to expend money in experimenting upon, testing and improving any patents, inventions or rights which the Company may acquire or propose to acquire.

(e) To acquire and undertake the whole or any part of the business, goodwill, and assets of any person, firm, or company carrying on or proposing to carry on any of the businesses which the Company is authorised to carry on and as part of the consideration for such acquisition to undertake all or any of the liabilities of such person, firm or company, or to acquire an interest in, amalgamate with, or enter into partnership or into any arrangement for sharing profits, or for co-operation, or for mutual assistance with any such person, firm or company, or for subsidising or otherwise assisting any such person, firm or company, and to give or accept, by way of consideration for any of the acts or things aforesaid or property acquired, any Shares, Debentures, Debenture Stock or securities that may be agreed upon, and to hold and retain, or sell, mortgage and deal with any shares, debentures, debenture stock or securities so received.

(f) To improve, manage, construct, repair, develop, exchange, let on lease or otherwise, mortgage, charge, sell, dispose of, turn to account, grant licences, options, rights and privileges in respect of, or otherwise deal with all or any part of the property and rights of the Company.

(g) To invest and deal with the moneys of the Company not immediately required in such manner as may from time to time be determined and to hold or otherwise deal with any investments made.

(h) To lend and advance money or give credit on such terms as may seem expedient and with or without security to customers and others, to enter into guarantees, contracts of indemnity and suretyships of all kinds, to receive money on deposit or loan upon such terms as the

Company may approve and to secure or guarantee the payment of any sums of money or the performance of any obligation by any company, firm or person including any parent, subsidiary or fellow subsidiary company in such manner as the Company may think fit.

(i) To borrow and raise money in such manner as the Company shall think fit and to secure the repayment of any money borrowed, raised or owing by mortgage, charge, standard security, lien or other security upon the whole or any part of the Company's property or assets (whether present or future), including its uncalled capital, and also by a similar mortgage, charge, standard security, lien or security to secure and guarantee the performance by the Company of any obligation or liability it may undertake or which may become binding on it.

(j) To draw, make, accept, endorse, discount, negotiate, execute and issue promissory notes, bills of lading, warrants, debentures, and other negotiable or transferable instruments.

(k) To apply for, promote, and obtain any Act of Parliament, Provisional Order, or Licence of the Department of Trade or other authority for enabling the Company to carry any of its objects into effect, or for effecting any modification of the Company's constitution, or for any other purpose which may seem calculated directly or indirectly to promote the Company's interests, and to oppose any proceedings or applications which may seem calculated directly or indirectly to prejudice the Company's interests.

(l) To enter into any arrangements with any Government or authority (supreme, municipal, local, or otherwise) that may seem conducive to the attainment of the Company's objects or any of them, and to obtain from any such Government or authority any charters, decrees, rights, privileges or concessions which the Company may think desirable and to carry out, exercise, and comply with any such charters, decrees, rights, privileges, and concessions.

(m) To subscribe for, take, purchase, or otherwise acquire and hold shares or other interests in or securities of any other company having objects altogether or in part similar to those of the Company or carrying on any business capable of being carried on so as directly or indirectly to benefit the Company or enhance the value of any of its property and to co-ordinate, finance and manage the businesses and operations of any company in which the Company holds any such interest.

(n) To act as agents or brokers and as trustees for any person, firm or company, and to undertake and perform sub-contracts.

(o) To remunerate any person, firm or company rendering services to the Company either by cash payment or by the allotment to him or them of Shares or other securities of the Company credited as paid up in full or in part or otherwise as may be thought expedient.

(p) To pay all or any expenses incurred in connection with the promotion, formation and incorporation of the Company, or to contract with any person, firm or company to pay the same, and to pay commissions to brokers and others for underwriting, placing, selling, or guaranteeing the subscription of any Shares or other securities of the Company.

(q) To support and subscribe to any charitable or public object and to support and subscribe to any institution, society, or club which may be for the benefit of the Company or its Directors or employees, or may be connected with any town or place where the Company carries on business; to give or award pensions, annuities, gratuities, and superannuation or other allowances or benefits or charitable aid and generally to provide advantages, facilities and services for any persons who are or have been Directors of, or who are or have been employed by, or who are serving or have served the Company, or of any company which is a subsidiary of the Company or the holding company of the Company or a fellow subsidiary of the Company or of the predecessors in business of the Company or of any such subsidiary, holding or fellow subsidiary company and to the wives, widows, children and other relatives and dependants of such persons; to make payments towards insurance; and to set up, establish, support and maintain superannuation and other funds or schemes (whether contributory or non-contributory) for the benefit of any of such persons and of their wives, widows, children and other relatives and dependants; and to set up, establish, support and maintain profit sharing or share purchase schemes for the benefit of any of the employees of the Company or of any such subsidiary, holding or fellow subsidiary company and to lend money to any such employees or to trustees on their behalf to enable any such purchase schemes to be established or maintained.

(r) To promote any other company for the purpose of acquiring the whole or any part of the business or property and undertaking any of the liabilities of the Company, or of undertaking any business or operations which may appear likely to assist or benefit the Company or to enhance the value of any property or business of the Company, and to place or guarantee the placing of, underwrite, subscribe for, or otherwise acquire all or any part of the shares or securities of any such company as aforesaid.

(s) To sell or otherwise dispose of the whole or any part of the business or property of the Company, either together or in portions, for such consideration as the Company may think fit, and in particular for shares, debentures, or securities of any company purchasing the same.

(t) To distribute among the Members of the Company in kind any property of the Company of any kind.

(u) To procure the Company to be registered or recognised in any part of the world.

(v) To do all or any of the things or matters aforesaid in any part of the world and either as principals, agents, contractors or otherwise and by or through agents or otherwise and either alone or in conjunction with others.

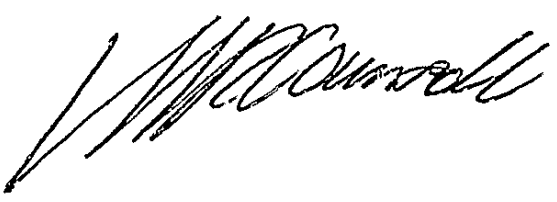

(w) To do all such other things as may be deemed incidental or conducive to the attainment of the above objects or any of them.

The objects set forth in each sub-clause of this Clause shall not be restrictively construed but the widest interpretation shall be given thereto, and they shall not, except where the context expressly so requires, be in any way limited or restricted by reference to or inference from any other object or objects set forth in such sub-clause or from the terms of any other sub-clause or by the name of the Company. None of such sub-clauses or the object or objects therein specified or the powers thereby conferred shall be deemed subsidiary or ancillary to the objects or powers mentioned in any other sub-clause, but the Company shall have as full a power to exercise all or any of the objects conferred by and provided in each of the said sub-clauses as if each sub-clause contained the objects of a separate company.

4. The liability of the Members is limited.

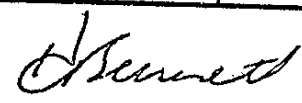
5. The Share Capital of the Company is £100 divided into 100 Shares of £1 each.

We, the several persons whose names, addresses, and descriptions are subscribed, are desirous of being formed into a Company in pursuance of this Memorandum of Association, and we respectively agree to take the number of Shares in the Capital of the Company set opposite our respective names.

Names, addresses and descriptions of Subscribers	Number of Shares taken by each Subscriber
 Michael Richard Counsell, 15, Pembroke Road, Bristol. BS99 7DX. Commercial Manager.	One
 Christopher Charles Hadler, 15, Pembroke Road, Bristol. BS99 7DX. Commercial Manager.	One

Dated **28 NOV 1977**

Witness to the above signatures:-


 Dawn Bennett,
 15, Pembroke Road,
 Bristol. BS99 7DX.
 CLARK

THE COMPANIES ACTS 1948 to 1976

COMPANY LIMITED BY SHARES

ARTICLES OF ASSOCIATION OF

STEAKOUT

LIMITED ✓

1353650/4

1. The regulations contained or incorporated in Part II of Table A in the First Schedule to the Companies Act, 1948, shall apply to the Company with the exception of Regulation 75 in Part I of Table A and of the proviso to Regulation 79 in Part I of Table A. ✓

2. If all the First Directors resign before the subscribers of the Memorandum shall have ceased to be members, the subscribers of the Memorandum may appoint new Directors. ✓

Names, addresses and descriptions of Subscribers

M. R. Counsell

Michael Richard Counsell,
15, Pembroke Road,
Bristol. BS99 7DX.
Commercial Manager.

C. Hadler

Christopher Charles Hadler,
15, Pembroke Road,
Bristol. BS99 7DX.
Commercial Manager.

✓

Dated

28 NOV 1977

Witness to the above signatures:-

Dawn Bennett
Dawn Bennett,
15, Pembroke Road,
Bristol. BS99 7DX.

CLARK



Statement of first directors and secretary and intended situation of registered office

Pursuant to sections 21 and 23(2) of the Companies Act 1976



Please do not write in this binding margin



Please complete legibly, preferably in black type, or bold black lettering

Delete if inappropriate

Company number

1353650/5

Name of Company

STEAKOUT	Limited*
----------	----------

The intended situation of the registered office of the company on incorporation is as stated below

JORDAN HOUSE
47 BRUNSWICK PLACE
LONDON
N1 6EE

If the memorandum is delivered by an agent for the subscribers of the memorandum, please mark 'X' in the box opposite and insert the agent's name and address below

X

JORDAN & SONS LIMITED
of JORDAN HOUSE as above

If the spaces provided on page 2 are insufficient and use has been made of continuation sheets (see note 1), please enter in the box opposite the number of continuation sheets which form part of this statement

Presenter's reference (if any):



For official use
General section

Post room

--	--

The name(s) and particulars of the person who is, or the persons who are, to be the first director or directors of the company are as follows:

Please do not write in this binding margin



Important
The particulars to be given are those referred in section 21(2)(a) of the Companies Act 1976 and section 200(2) of the Companies Act 1946. Please read the notes on page 4 before completing this part of the form

Name (note 2)	Business occupation
MICHAEL RICHARD COUNSELL	COMMERCIAL MANAGER
Former name(s) (note 3)	Nationality
Address (note 4) 15, PEMBROKE ROAD BRISTOL BS99 7DX	BRITISH
	Date of birth (where applicable) (note 6)
Particulars of other directorships (note 5)	
I hereby consent to act as director of the company named on page 1	
Signature <i>M R Counsell</i>	Date 28 NOV 1977

Name (note 2)	Business occupation
Former name(s) (note 3)	Nationality
Address (note 4)	
	Date of birth (where applicable) (note 6)
Particulars of other directorships (note 5)	
I hereby consent to act as director of the company named on page 1	
Signature	Date

Name (note 2)	Business occupation
Former name(s) (note 3)	Nationality
Address (note 4)	
	Date of birth (where applicable) (note 6)
Particulars of other directorships (note 5)	
I hereby consent to act as director of the company named on page 1	
Signature	Date

Please do not write in this binding margin:



The name(s) and particulars of the person who is, or the persons who are, to be the first secretary, or joint secretaries, of the company are as follows:

Name (notes 2 & 7)	PATRICIA PARRY	
Former name(s) (note 3)		
Address (notes 4 & 7)	JORDAN HOUSE 47 BRUNSWICK PLACE	
	LONDON N1 6EE	
I hereby consent to act as secretary of the company named on page 1		
Signature	<i>P. Parry</i>	Date 28 NOV 1977

Important
The particulars to be given are those referred to in section 21(2)(b) of the Companies Act 1976 and section 200(3) of the Companies Act 1948. Please read the notes on page 4 before completing this part of the form.

Name (notes 2 & 7)		
Former name(s) (note 3)		
Address (notes 4 & 7)		
I hereby consent to act as secretary of the company named on page 1		
Signature		Date

as required by section 21(3) of the Companies Act 1976

Signed by or on behalf of the subscribers of the memorandum*

delete as appropriate

Signature	<i>[Signature]</i>	[Subscriber] [Agent]†	Date	28 NOV 1977
-----------	--------------------	-----------------------	------	-------------



CERTIFICATE OF INCORPORATION

No. **1353650**

I hereby certify that

STEAKOUT LIMITED

is this day incorporated under the Companies Acts 1948 to 1976 and that the
Company is Limited.

Given under my hand at Cardiff the

17TH FEBRUARY 1978

S.A. Pendlebury
Assistant Registrar of Companies

THE COMPANIES ACTS 1948 to 1976

SPECIAL RESOLUTION

of

STEAKOUT LIMITED

NR. 6399 (No 0040.00

1353650 / 11

AT an EXTRAORDINARY GENERAL MEETING of the members of the above named Company held at Harvey Works, Lingard Street, Burslem, Stoke-on-Trent on the 28th day of February 1978 the following Resolution was passed as a SPECIAL RESOLUTION.

SPECIAL RESOLUTION

That the name of the Company be and is hereby changed to Vanpipe Limited.


CHAIRMAN





**CERTIFICATE OF INCORPORATION
ON CHANGE OF NAME**

No. 1353650 / 12

I hereby certify that

STEAKOUT LIMITED

having by special resolution and with the approval of the Secretary of State changed its name, is now incorporated under the name of

VANPIPE LIMITED

Given under my hand at Cardiff the **29TH MARCH 1978**

SECRETARY OF STATE

Department of Industry, London

No. of Company 1353650
The Companies Acts 1948 to 1976
COMPANY LIMITED BY SHARES

14



C/V

P. 101

Memorandum and Articles of Association of

VANPIPE LIMITED

(Incorporated the 17th day of February, 1978)



Jordan & Sons Limited
Legal and Information Services, Printers and Publishers
Jordan House 47 Brunswick Place London N1 6EE
Telephone 01-253 3030 Telex 261010

THE COMPANIES ACTS 1948 to 1976

COMPANY LIMITED BY SHARES

MEMORANDUM OF ASSOCIATION OF

VANPIPE LIMITED

MEMORANDUM OF ASSOCIATION OF
COMPANIES LIMITED BY SHARES
REGISTERED IN COMPLIANCE WITH THE
COMPANIES ACTS 1948 TO 1976
AND THE COMPANIES (AMENDMENT) ACT 1977
AND THE COMPANIES (AMENDMENT) ACT 1978
AND THE COMPANIES (AMENDMENT) ACT 1979
AND THE COMPANIES (AMENDMENT) ACT 1980
AND THE COMPANIES (AMENDMENT) ACT 1981
AND THE COMPANIES (AMENDMENT) ACT 1982
AND THE COMPANIES (AMENDMENT) ACT 1983
AND THE COMPANIES (AMENDMENT) ACT 1984
AND THE COMPANIES (AMENDMENT) ACT 1985
AND THE COMPANIES (AMENDMENT) ACT 1986
AND THE COMPANIES (AMENDMENT) ACT 1987
AND THE COMPANIES (AMENDMENT) ACT 1988
AND THE COMPANIES (AMENDMENT) ACT 1989
AND THE COMPANIES (AMENDMENT) ACT 1990
AND THE COMPANIES (AMENDMENT) ACT 1991
AND THE COMPANIES (AMENDMENT) ACT 1992
AND THE COMPANIES (AMENDMENT) ACT 1993
AND THE COMPANIES (AMENDMENT) ACT 1994
AND THE COMPANIES (AMENDMENT) ACT 1995
AND THE COMPANIES (AMENDMENT) ACT 1996
AND THE COMPANIES (AMENDMENT) ACT 1997
AND THE COMPANIES (AMENDMENT) ACT 1998
AND THE COMPANIES (AMENDMENT) ACT 1999
AND THE COMPANIES (AMENDMENT) ACT 2000
AND THE COMPANIES (AMENDMENT) ACT 2001
AND THE COMPANIES (AMENDMENT) ACT 2002
AND THE COMPANIES (AMENDMENT) ACT 2003
AND THE COMPANIES (AMENDMENT) ACT 2004
AND THE COMPANIES (AMENDMENT) ACT 2005
AND THE COMPANIES (AMENDMENT) ACT 2006
AND THE COMPANIES (AMENDMENT) ACT 2007
AND THE COMPANIES (AMENDMENT) ACT 2008
AND THE COMPANIES (AMENDMENT) ACT 2009
AND THE COMPANIES (AMENDMENT) ACT 2010
AND THE COMPANIES (AMENDMENT) ACT 2011
AND THE COMPANIES (AMENDMENT) ACT 2012
AND THE COMPANIES (AMENDMENT) ACT 2013
AND THE COMPANIES (AMENDMENT) ACT 2014
AND THE COMPANIES (AMENDMENT) ACT 2015
AND THE COMPANIES (AMENDMENT) ACT 2016
AND THE COMPANIES (AMENDMENT) ACT 2017
AND THE COMPANIES (AMENDMENT) ACT 2018
AND THE COMPANIES (AMENDMENT) ACT 2019
AND THE COMPANIES (AMENDMENT) ACT 2020
AND THE COMPANIES (AMENDMENT) ACT 2021
AND THE COMPANIES (AMENDMENT) ACT 2022
AND THE COMPANIES (AMENDMENT) ACT 2023
AND THE COMPANIES (AMENDMENT) ACT 2024
AND THE COMPANIES (AMENDMENT) ACT 2025

DATED

4/5/78
DR. JORDAN & SONS LIMITED

- 1.* The name of the Company is "VANPIPE LIMITED."
2. The registered office of the Company will be situate in England.
3. The objects for which the Company is established are:-
 - (a) To carry on all or any of the businesses of general and electrical engineers, manufacturers, designers, assemblers, importers, exporters, repairers, installers, maintainers, hirers, letters on hire, distributors, and agents for the sale of, and dealers in electrical goods, engineering and electrical equipment, plant, machinery, components, accessories, electrical appliances and supplies of every description, tools, jigs, dies and fixtures of all kinds, engineering and electrical consultants, production planners, prototype designers, draughtsmen and technicians, cable jointers, heating, lighting, radio and television engineers, designers, distributors, factors manufacturers and merchants of, and dealers in mouldings, shapings, weldings, pressings, assemblies, repetition work and machined castings, metal founders, converters and moulders, millwrights, metallurgists, boilermakers, smiths and fitters, wiredrawers, tube makers, tin-plate workers, sheet metal manufacturers, workers and dealers, tanners, galvanisers, platers, annealers and enamellers, plastic workers and moulders, motor, mechanical, tele-communication, electrical, heating, ventilating, structural and civil engineers, garage and petrol filling station proprietors, haulage and transport contractors, railway, forwarding, passenger and freight agents, insurance and general commission agents and general merchants; to buy, sell, manufacture, repair, alter, manipulate and otherwise deal in vehicles, plant, machinery, fittings, furnishings and implements, tools, materials, products, articles and things capable of being used for the purpose of the foregoing businesses or any of them, or likely to be required by customers of or persons having dealings with the Company.

* The name of the Company was, on the 29th day of March, 1978, changed from "STEAKOUT LIMITED."

(b) To carry on any other trade or business whatever which can in the opinion of the Board of Directors be advantageously carried on in connection with or ancillary to any of the business of the Company.

(c) To purchase or by any other means acquire and take options over any property whatever, and any rights or privileges of any kind over or in respect of any property.

(d) To apply for, register, purchase, or by other means acquire and protect, prolong and renew, whether in the United Kingdom or elsewhere any patents, patent rights, brevets d'invention, licences, secret processes, trade marks, designs, protections and concessions and to disclaim, alter, modify, use and turn to account and to manufacture under or grant licences or privileges in respect of the same, and to expend money in experimenting upon, testing and improving any patents, inventions or rights which the Company may acquire or propose to acquire.

(e) To acquire and undertake the whole or any part of the business, goodwill, and assets of any person, firm, or company carrying on or proposing to carry on any of the businesses which the Company is authorised to carry on and as part of the consideration for such acquisition to undertake all or any of the liabilities of such person, firm or company, or to acquire an interest in, amalgamate with, or enter into partnership or into any arrangement for sharing profits, or for co-operation, or for mutual assistance with any such person, firm or company, or for subsidising or otherwise assisting any such person, firm or company, and to give or accept, by way of consideration for any of the acts or things aforesaid or property acquired, any Shares, Debentures, Debenture Stock or securities that may be agreed upon, and to hold and retain, or sell, mortgage and deal with any shares, debentures, debenture stock or securities so received.

(f) To improve, manage, construct, repair, develop, exchange, let on lease or otherwise, mortgage, charge, sell, dispose of, turn to account, grant licences, options, rights and privileges in respect of, or otherwise deal with all or any part of the property and rights of the Company.

(g) To invest and deal with the moneys of the Company not immediately required in such manner as may from time to time be determined and to hold or otherwise deal with any investments made.

(h) To lend and advance money or give credit on such terms as may seem expedient and with or without security to customers and others, to enter into guarantees, contracts of indemnity and suretyships of all kinds, to receive money on deposit or loan upon such terms as the

Company may approve and to secure or guarantee the payment of any sums of money or the performance of any obligation by any company, firm or person including any parent, subsidiary or fellow subsidiary company in such manner as the Company may think fit.

(i) To borrow and raise money in such manner as the Company shall think fit and to secure the repayment of any money borrowed, raised or owing by mortgage, charge, standard security, lien or other security upon the whole or any part of the Company's property or assets (whether present or future), including its uncalled capital, and also by a similar mortgage, charge, standard security, lien or security to secure and guarantee the performance by the Company of any obligation or liability it may undertake or which may become binding on it.

(j) To draw, make, accept, endorse, discount, negotiate, execute and issue promissory notes, bills of lading, warrants, debentures, and other negotiable or transferable instruments.

(k) To apply for, promote, and obtain any Act of Parliament, Provisional Order, or Licence of the Department of Trade or other authority for enabling the Company to carry any of its objects into effect, or for effecting any modification of the Company's constitution, or for any other purpose which may seem calculated directly or indirectly to promote the Company's interests, and to oppose any proceedings or applications which may seem calculated directly or indirectly to prejudice the Company's interests.

(l) To enter into any arrangements with any Government or authority (supreme, municipal, local, or otherwise) that may seem conducive to the attainment of the Company's objects or any of them, and to obtain from any such Government or authority any charters, decrees, rights, privileges or concessions which the Company may think desirable and to carry out, exercise, and comply with any such charters, decrees, rights, privileges, and concessions.

(m) To subscribe for, take, purchase, or otherwise acquire and hold shares or other interests in or securities of any other company having objects altogether or in part similar to those of the Company or carrying on any business capable of being carried on so as directly or indirectly to benefit the Company or enhance the value of any of its property and to co-ordinate, finance and manage the businesses and operations of any company in which the Company holds any such interest.

(n) To act as agents or brokers and as trustees for any person, firm or company, and to undertake and perform sub-contracts.

(o) To remunerate any person, firm or company rendering services to the Company either by cash payment or by the allotment to him or them of Shares or other securities of the Company credited as paid up in full or in part or otherwise as may be thought expedient.

(p) To pay all or any expenses incurred in connection with the promotion, formation and incorporation of the Company, or to contract with any person, firm or company to pay the same, and to pay commissions to brokers and others for underwriting, placing, selling, or guaranteeing the subscription of any Shares or other securities of the Company.

(q) To support and subscribe to any charitable or public object and to support and subscribe to any institution, society, or club which may be for the benefit of the Company or its Directors or employees, or may be connected with any town or place where the Company carries on business; to give or award pensions, annuities, gratuities, and superannuation or other allowances or benefits or charitable aid and generally to provide advantages, facilities and services for any persons who are or have been Directors of, or who are or have been employed by, or who are serving or have served the Company, or of any company which is a subsidiary of the Company or the holding company of the Company or a fellow subsidiary of the Company or of the predecessors in business of the Company or of any such subsidiary, holding or fellow subsidiary company and to the wives, widows, children and other relatives and dependants of such persons; to make payments towards insurance; and to set up, establish, support and maintain superannuation and other funds or schemes (whether contributory or non-contributory) for the benefit of any of such persons and of their wives, widows, children and other relatives and dependants; and to set up, establish, support and maintain profit sharing or share purchase schemes for the benefit of any of the employees of the Company or of any such subsidiary, holding or fellow subsidiary company and to lend money to any such employees or to trustees on their behalf to enable any such purchase schemes to be established or maintained.

(r) To promote any other company for the purpose of acquiring the whole or any part of the business or property and undertaking any of the liabilities of the Company, or of undertaking any business or operations which may appear likely to assist or benefit the Company or to enhance the value of any property or business of the Company, and to place or guarantee the placing of, underwrite, subscribe for, or otherwise acquire all or any part of the shares or securities of any such company as aforesaid.

(s) To sell or otherwise dispose of the whole or any part of the business or property of the Company, either together or in portions, for such consideration as the Company may think fit, and in particular for shares, debentures, or securities of any company purchasing the same.

(t) To distribute among the Members of the Company in kind any property of the Company of whatever nature.

(u) To procure the Company to be registered or recognised in any part of the world.

(v) To do all or any of the things or matters aforesaid in any part of the world and either as principals, agents, contractors or otherwise, and by or through agents, brokers, sub-contractors or otherwise and either alone or in conjunction with others.

(w) To do all such other things as may be deemed incidental or conducive to the attainment of the Company's objects or any of them.

The objects set forth in each sub-clause of this Clause shall not be restrictively construed but the widest interpretation shall be given thereto, and they shall not, except where the context expressly so requires, be in any way limited or restricted by reference to or inference from any other object or objects set forth in such sub-clause or from the terms of any other sub-clause or from the name of the Company. None of such sub-clauses or the object or objects therein specified or the powers thereby conferred shall be deemed subsidiary or ancillary to the objects or powers mentioned in any other sub-clause, but the Company shall have as full a power to exercise all or any of the objects conferred by and provided in each of the said sub-clauses as if each sub-clause contained the objects of a separate company. The word "company" in this Clause, except where used in reference to the Company, shall be deemed to include any partnership or other body of persons, whether incorporated or unincorporated and whether domiciled in the United Kingdom or elsewhere.

4. The liability of the Members is limited.

5. The Share Capital of the Company is £100 divided into 100 Shares of £1 each.

We, the several persons whose names, addresses, and descriptions are subscribed, are desirous of being formed into a Company in pursuance of this Memorandum of Association, and we respectively agree to take the number of Shares in the Capital of the Company set opposite our respective names.

Names, addresses and descriptions of Subscribers	Number of Shares taken by each Subscriber
Michael Richard Counsell, 15, Pembroke Road, Bristol. BS99 7DX. Commercial Manager.	One
Christopher Charles Hadler, 15, Pembroke Road, Bristol. BS99 7DX. Commercial Manager.	One

Dated this 28th day of November, 1977.

Witness to the above signatures:- Dawn Bennett,
15, Pembroke Road,
Bristol. BS99 7DX.

THE COMPANIES ACTS 1948 to 1976

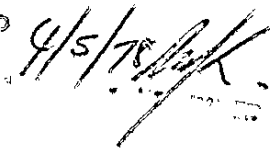
COMPANY LIMITED, BY SHARES

ARTICLES OF ASSOCIATION OF

VANPIPE LIMITED

CERTIFICATION

WE HEREBY CERTIFY that this print
incorporates all alterations made to
this Company's Articles of
Association by resolutions and
is lodged in compliance with the
regulations of the European
Companies Act 1972.

DATED 4/5/78 

1. The regulations contained or incorporated in Part II of Table A in the First Schedule to the Companies Act, 1948, shall apply to the Company with the exception of Regulation 75 in Part I of Table A and of the proviso to Regulation 79 in Part I of Table A.

2. If all the First Directors resign before the subscribers of the Memorandum shall have ceased to be members, the subscribers of the Memorandum may appoint new Directors.

Names, addresses and descriptions of Subscribers

Michael Richard Counsell,
15, Pembroke Road,
Bristol. BS99 7DX.
Commercial Manager.

Christopher Charles Hadler,
15, Pembroke Road,
Bristol. BS99 7DX.
Commercial Manager.

Dated this 28th day of November, 1977.

Witness to the above signatures:- Dawn Bennett,
15, Pembroke Road,
Bristol. BS99 7DX.

No. of Company1353650.....

THE COMPANIES ACTS 1948 TO 1967

Notice of increase in nominal capital

Pursuant to Section 63 of the Companies Act 1948

To the Registrar of Companies

Name of CompanyVANPIPE..... Limited*

hereby gives you notice that by ordinary/extraordinary/special ** resolution of the company dated the ...31st March 1978....., the nominal capital of the company has been increased by the addition thereto of a sum of £99,900..... beyond the registered capital of £100.....

The additional capital is divided as follows:-

Number of shares	Class of share	Nominal amount of each share
99,900	Ordinary	£1

The conditions (eg voting rights, dividend rights, winding up rights, etc.) subject to which the new shares have been or are to be issued are as follows:-

(If any of the shares are preference shares state whether they are redeemable or not) *Ranking as per m.*

Signed *[Signature]*

State whether Director or SecretaryDirector and Secretary.....

Date5th October 1978.....

*Delete "Limited" if not applicable
**Delete as necessary (see notes overleaf)

Presented by: M. DIVIANI, F.C.A.,
7 RIVERWAY,
NAILSEA,
BRISTOL.

Presenter's reference



Form No. 10

Margin reserved for binding

30/11/78

VANPIPE LTD. 1353659 / 19

ORDINARY RESOLUTION

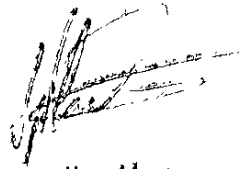
Minutes of a General Meeting of the Company
held at Harvey Works on 31st March, 1978.

Present : K.J. Harding
D.F. Fairbrother
M. Diviani

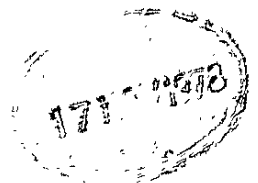
It was resolved to increase the Authorized Share Capital
of the Company to £100,000.



10 K.J. Harding
Chairman.



S.P. Harding
Company Secretary



✓

Peat Marwick McLintock

125 3650

Chartered Accountants
Incorporated in England
Stoke-on-Trent
Staffordshire ST4 6BQ

125 3650
125 3650
125 3650
125 3650

Word ref

Doc ref

EMT/ARG/51

The Directors,
Vanpipe Limited,
Lingard Street,
BURSLEM,
Stoke-on-Trent,
Staffordshire.

29th April 1987

Dear Sirs,

We resign as auditors of the company and confirm that there are no circumstances connected with our resignation which we consider should be brought to the attention of the Company's shareholders or creditors.

Yours faithfully,

Paul Andrew McLintock

COMPANIES REGISTRAR
MAY 1987
OFFICE
80

